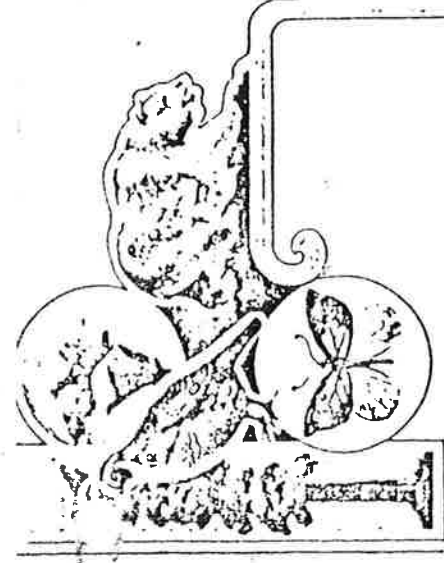


State of California

OFFICE OF THE SECRETARY OF STATE



I, **MARCH FONG EU**, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

JUL 26 1977



March Fong Eu

Secretary of State

TAX ID # 95-3303945

RDS: 6/17/76

796818

ENDORSED
FILED

In the Office of the Secretary of State
of the State of California

JUN 19 1977

MARCO FONG EU, Secretary of State
By IRENE SANCHEZ
Deputy

ARTICLES OF INCORPORATION
OF
PASEO PARK HOMEOWNERS ASSOCIATION

ARTICLE I

NAME

The name of the corporation is PASEO PARK HOMEOWNERS ASSOCIATION, (hereinafter referred to as the "Association").

ARTICLE II

PRINCIPAL OFFICE

The principal office for the transaction of the business of the Association is located in Orange County, State of California.

ARTICLE III

APPLICABLE LAW

This Association is organized pursuant to the General Nonprofit Corporation Law of the State of California.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific primary purposes for which it is formed are to provide for preservation and architectural control of the residence Lots and maintenance of the Common Area within that certain tract of property described as:

See Exhibit "A" attached hereto.

and to promote the health, safety and welfare of the residents within the above-described property, and any additions thereto as may hereafter be brought within the jurisdiction of this Association.

In furtherance of said purposes, this Association shall have power to:

- (a) exercise all of the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions (hereinafter referred to as the "Declaration") applicable to the above-described property and recorded or to be recorded in the office of the County Recorder of Orange County, California, and as the same may be amended from time to time as therein provided;
- (b) fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and only with the assent (by vote or written consent) of two-thirds (2/3's) of each class of members, to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members, provided, however, that no such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3's) of each class of members agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or to annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent (by vote or written consent of two-thirds (2/3's) of each class of members, except as otherwise provided in the Declaration; and

(g) have and exercise any and all powers, rights and privileges which a corporation organized under the General Nonprofit Corporation Law of the State of California by law may or hereafter have or exercise.

ARTICLE V
MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from, ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI
VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners of record, excepting only the Declarant (as defined in the Declaration) during such time or times that it shall have Class B membership; and Class A members shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members; provided, however, the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned, provided

that the Class B membership shall be converted to Class A membership and shall cease to exist on the occurrence of whichever of the following is first in time:

- (a) The total outstanding votes held by Class A members equal the total outstanding votes held by the Class B member(s);
- (b) The second anniversary of the original issuance of the most-recently-issued California Department of Real Estate Final Subdivision Public Report for a phase of the development;
- (c) December 30, 1980.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of five (5) Directors, who must be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Michael I. Toohy	2082 Business Center Drive Irvine, California 92715
Elias John Garcia	2082 Business Center Drive Irvine, California 92715
Richard K. Tamura	2082 Business Center Drive Irvine, California 92715
Frank E. Fullerton	2082 Business Center Drive Irvine, California 92715
David F. Hauck	2082 Business Center Drive Irvine, California 92715

At the first meeting of members, the members shall elect three directors for a term of not to exceed one year, and two Directors for a term of not to exceed two years. At the expiration of the initial term of office of each respective director, his successor shall be elected to serve a term of two years.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the written assent of not less than two-third (2/3's) of each class of members thereof. Upon dissolution of the Association, other than incident to a merger or consolidation the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other compensation and operated for such similar purposes.

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

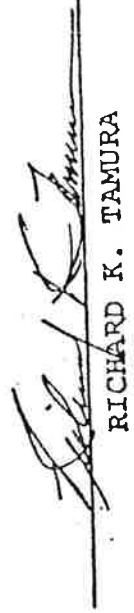
Amendment of these Articles shall require the assent (by vote or written consent) of members representing at least


75% of the voting power of each class of members.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 8th day of June, 1977.


MICHAEL L. TOOHEY


ELIAS JOHN GARCIA


RICHARD K. TAMURA

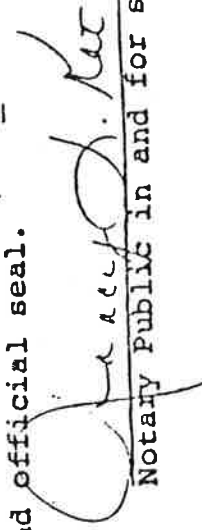

FRANK E. FULLERTON

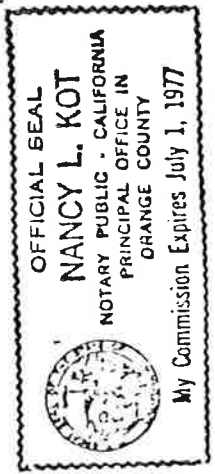

DAVID F. HAUCK

STATE OF CALIFORNIA)
) ss.
COUNTY OF ORANGE)

On June 8, 1977 before me, the undersigned, a Notary Public in and for said State, personally appeared MICHAEL L. TOOHEY, ELIAS JOHN GARCIA, RICHARD K. TAMURA, FRANK E. FULLERTON, and DAVID F. HAUCK, known to me to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same.

WITNESS my hand and official seal.


Notary Public in and for said State



The real property described herein shall be:

Lots 1 through 49 inclusive, and Lots A through G inclusive, of Tract 9282 as per map recorded in Book 396, Pages 8 through 10 inclusive, of Miscellaneous Maps in the County of Orange, Office of the County Recorder.

Lots 1 through 45 inclusive, and Lots A through J inclusive of Tract 9365 as per map recorded in Book 396, Pages 1 through 4 inclusive, of Miscellaneous Maps in the County of Orange, Office of the County Recorder.

Lots 1 through 56 inclusive, and Lots A through J inclusive, of Tract 9354 as per map recorded in Book 396, Pages 11 through 13 inclusive, of Miscellaneous Maps in the County of Orange, Office of the County Recorder.

Lots 1 through 35 inclusive, and Lots A through G inclusive, of Tract 9283 as per map recorded in Book 395, Pages 46 through 47 inclusive, of Miscellaneous Maps in the County of Orange, Office of the County Recorder.

All of said real property is located in the City of Irvine, County of Orange, State of California.

**ENDORSED
FILED**
In the office of the Secretary of State
of the State of California
JUL 20 1977
MARCH FONG EU, Secretary of State
By JAMES E. HARRIS
Deputy

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

ELIAS JOHN GARCIA and FRANK E. FULLERTON certify:

1. That they are the president and secretary, respectively, of PARK (PASEO) HOMEOWNERS ASSOCIATION, a California corporation.
2. That at a meeting of the Board of Directors of said corporation, duly held at Irvine, California, on June 21, 1977, the following resolution was adopted:


"RESOLVED: That Article I of the Articles of Incorporation of this corporation be amended to read as follows:

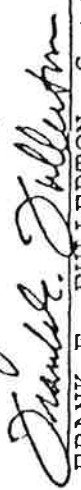
ARTICLE I

NAME AND LOCATION


The name of the corporation is PARK PASEO HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association".


3. That at a meeting of the members of said corporation, duly held at Irvine, California, on June 21, 1977, a resolution was adopted, and the wording of the amended article as set forth in the members' resolution is the same as that set forth in the directors' resolution in Paragraph 2 of this certificate.
4. That the number of members who voted affirmatively for the adoption of said resolution is five (5), and that the number of members constituting a quorum is three (3).


ELIAS JOHN GARCIA, President


FRANK E. FULLERTON, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at Irvine, California on July 18, 1977.


ELIAS JOHN GARCIA, President


FRANK E. FULLERTON, Secretary